

JS 44C/SDNY  
REV. 06/01/17

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for use of the Clerk of Court for the purpose of initiating the civil docket sheet.

**PLAINTIFFS**

ESL Investments Inc. and certain of its affiliated entities (including JPP, LLC and JPP II LLC) and Transform Holdco LLC (Appellants)

ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)

Thomas J. Moloney, Sean A. O'Neal, Katherine R. Lynch, Chelsey Rosenbloom; Cleary, Gottlieb, Steen & Hamilton, LLP One Liberty Plaza, New York, NY 10006 Tel: (212) 225-2000; Philip D. Anker, Wilmer Cutler Pickering Hale and Dorr LLP 7 World Trade Center, 250 Greenwich Street, New York, NY 10007 Tel: (212) 230-8800

CAUSE OF ACTION (CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE A BRIEF STATEMENT OF CAUSE)  
(DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY)

Appeal from order of the United States Bankruptcy Court in bankruptcy proceeding under chapter 11 of title 11, United States Code

## DEFENDANTS

Sears Holdings Corp. et al. (Appellees)  
Full list of appellees included on the addendum hereto

ATTORNEYS (IF KNOWN)

Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh; Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 Tel: (212) 310-8000

OCT 18 2019

Has this action, case, or proceeding, or one essentially the same been previously filed in SDNY at any time? No  Yes  Judge Previously Assigned

If yes, was this case Vol.  Inv.  Dismissed. No  Yes  If yes, give date \_\_\_\_\_ Case No. \_\_\_\_\_

IS THIS AN INTERNATIONAL ARBITRATION CASE? No  Yes

(PLACE AN X IN ONE BOX ONLY)

No 

Yes

#### NATURE OF SUIT

TORTS

## ACTIONS UNDER STATUTES

*Check if demanded in complaint:*

CHECK IF THIS IS A CLASS ACTION  
UNDER F.R.C.P. 23

DO YOU CLAIM THIS CASE IS RELATED TO A CIVIL CASE NOW PENDING IN S.D.N.Y.  
AS DEFINED BY LOCAL RULE FOR DIVISION OF BUSINESS 13?  
IF SO, STATE:

DEMAND \$      OTHER      JUDGE      DOCKET NUMBER

*Check YES only if demanded in complaint*

**NOTE:** You must also submit at the time of filing the Statement of Relatedness form (Form IH-32).

(PLACE AN X IN ONE BOX ONLY)

- |   |   |  |   |   |   |   |
|---|---|--|---|---|---|---|
| <input checked="" type="checkbox"/> 1 Original Proceeding | <input type="checkbox"/> 2 Removed from State Court | <input type="checkbox"/> 3 Remanded from Appellate Court | <input type="checkbox"/> 4 Reinstated or Reopened         | <input type="checkbox"/> 5 Transferred from (Specify District)    | <input type="checkbox"/> 6 Multidistrict Litigation (Transferred) | <input type="checkbox"/> 7 Appeal to District Judge from Magistrate Judge |
|   |   |  | <input type="checkbox"/> a. all parties represented       |   |   |   |
|   |   |  | <input type="checkbox"/> b. At least one party is pro se. | <input type="checkbox"/> 8 Multidistrict Litigation (Direct File) |   |   |

(PLACE AN X IN ONE BOX ONLY)

- 1 U.S. PLAINTIFF  2 U.S. DEFENDANT  3 FEDERAL QUESTION  4 DIVERSITY  
(U.S. NOT A PARTY)

IF DIVERSITY, INDICATE CITIZENSHIP BELOW.

CITIZENSHIP OF PRINCIPAL PARTIES (FOR DIVERSITY CASES ONLY)

(Place an [X] in one box for Plaintiff and one box for Defendant)

CITIZEN OF THIS STATE	[ ] 1	[ ] 1	CITIZEN OR SUBJECT OF A FOREIGN COUNTRY	[ ] 3	[ ] 3	INCORPORATED and PRINCIPAL PLACE OF BUSINESS IN ANOTHER STATE	[ ] 5	[ ] 5
CITIZEN OF ANOTHER STATE	[ ] 2	[ ] 2	INCORPORATED or PRINCIPAL PLACE OF BUSINESS IN THIS STATE	[ ] 4	[ ] 4	FOREIGN NATION	[ ] 6	[ ] 6

PLAINTIFF(S) ADDRESS(ES) AND COUNTY(IES)

1170 Kane Concourse  
Bay Harbor Islands, FL 33154

DEFENDANT(S) ADDRESS(ES) AND COUNTY(IES)

Hoffman Estates  
3333 Beverly Road, IL 60179

DEFENDANT(S) ADDRESS UNKNOWN

REPRESENTATION IS HEREBY MADE THAT, AT THIS TIME, I HAVE BEEN UNABLE, WITH REASONABLE DILIGENCE, TO ASCERTAIN THE RESIDENCE ADDRESSES OF THE FOLLOWING DEFENDANTS:

COURTHOUSE ASSIGNMENT

I hereby certify that this case should be assigned to the courthouse indicated below pursuant to Local Rule for Division of Business 18, 20 or 21.

Check one: THIS ACTION SHOULD BE ASSIGNED TO:  WHITE PLAINS  MANHATTAN

DATE 10/17/2019 SIGNATURE OF ATTORNEY OF RECORD

RECEIPT #

ADMITTED TO PRACTICE IN THIS DISTRICT

[ ] NO  
 YES (DATE ADMITTED Mo. April Yr. 1977)  
Attorney Bar Code # 1347590

Magistrate Judge is to be designated by the Clerk of the Court.

Magistrate Judge \_\_\_\_\_ is so Designated.

Ruby J. Krajick, Clerk of Court by \_\_\_\_\_ Deputy Clerk, DATED \_\_\_\_\_.

UNITED STATES DISTRICT COURT (NEW YORK SOUTHERN)

**Civil Cover Sheet Addendum: Total List of Appellees**

Sears Home Improvement Products, Inc.	A&E Home Delivery, LLC	A&E Factory Service, LLC
Kmart Holding Corporation	Sears Holdings Corporation	Kmart.com LLC
Sears, Roebuck and Co.	Sears Operations LLC	Kmart Operations LLC
Sears Procurement Services, Inc.	A&E Lawn & Garden, LLC	SHC Licensed Business LLC
Sears Protection Company (PR) Inc.	A&E Signature Service, LLC	ServiceLive Inc.
Sears Protection Company	FBA Holdings Inc.	SRe Holding Corporation
Sears Roebuck Acceptance Corp.	Innovel Solutions, Inc.	Kmart Corporation
SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.)	Sears Holdings Management Corporation	MaxServ, Inc
Big Beaver of Florida Development, LLC	Sears Home & Business Franchises, Inc.	Private Brands, Ltd.
California Builder Appliances, Inc.	Sears Insurance Services, L.L.C.	Sears Development Co.
Kmart of Washington LLC	Florida Builder Appliances, Inc.	KBL Holding Inc.
Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation)	Kmart Stores of Texas LLC	Kmart Stores of Illinois LLC
Sears Holdings Publishing Company, LLC	Kmart of Michigan, Inc.	KLC, Inc.
Sears Protection Company (Florida), L.L.C.	SHC Promotions LLC	Wally Labs LLC
SHC Desert Springs, LLC	SYW Relay LLC	MyGofer LLC

SOE, Inc.

StarWest, LLC

STI Merchandising, Inc.

Troy Coolidge No. 13, LLC

BlueLight.com, Inc.

Sears Brands, L.L.C.

Sears Brands Management  
Corporation

Sears Buying Services, Inc.